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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: CEIBA PALM LLC

Name of Limited Liability Company

Dear Sir or Madam:

The enclosed Articles of Domestication of a Non-U.S. Entity and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

ALBERT A. DEL CASTILLO, JR.

Name of Person

SHUTTS & BOWEN LLP

Firm Company

200 SOUTH BISCAYNE BOULEVARD, SUITE 4100

Address

MIAMI, FLORIDA 33131

City/State and Zip Code

ADELCASTILLOJR@SHUTTS.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ALBERT A. DEL CASTILLO, JR.

at (305) 415-9077

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Articles of Domestication: \$25
Articles of Organization: \$125
Total to Domesticate and file: \$150

**Please note a check in the amount \$185 has been included for the following:


Articles of Domestication: \$25
Articles of Organization: \$125
Certified Copy: \$30
Certificate of Status: \$5

ARTICLES OF CONVERSION

The undersigned, as authorized representative of LUPE CORPORATION, a corporation organized under the laws of the Commonwealth of the Bahamas (the "Company"), in accordance with Section 605.1055, Florida Statutes, does hereby certify that:

1. The date on which the Company was first organized in the Bahamas is December 28, 1990.
2. The name of the Company immediately prior to the filing of these Articles of Conversion is LUPE CORPORATION.
3. The name of the Company, as set forth in its Articles of Organization, to be filed pursuant to Sections 605.0201 and 605.0206, Florida Statutes, with these Articles of Conversion, is CEIBA PALM LLC.
4. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Company, or any other equivalent thereto under applicable law, immediately prior to the filing of these Articles of Conversion, is the Commonwealth of the Bahamas.
5. Attached hereto are Articles of Organization to complete the conversion requirements pursuant to Sections 605.1051-605.1056, Florida Statutes.
6. The conversion of the Company into a Florida limited liability company has been approved by the sole shareholder and director of the Company in accordance with the laws of the Commonwealth of the Bahamas.

IN WITNESS WHEREOF, the undersigned, being an authorized representative of the Company, is authorized to sign these Articles of Conversion on behalf of the Company and has done so on this 21 day of March, 2018.

By: 
Albert A. del Castillo, Jr., Authorized Representative

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JUDICIAL CIRCUIT IN FLORIDA

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name

The name of the Limited Liability Company is:

CEIBA PALM LLC

ARTICLE II - Address

The mailing address and the street address of the principal office of the Limited Liability Company are:

200 S. Biscayne Blvd
Suite 4100 (PAL)
Miami, Florida 33131

ARTICLE III - Management

The Limited Liability Company shall be managed by one or more managers (who shall be designated "Manager(s)") and is, therefore, a manager-managed company within the meaning of Section 605.0407, Florida Statutes. The rights, duties and obligations of the Manager(s) and the Member(s) of the Limited Liability Company shall be as set forth in writing in the agreement(s) of the Member(s).

ARTICLE IV - Registered Agent and Office

The name and street address of the initial registered agent of the Limited Liability Company are:

CORPORATION COMPANY OF MIAMI
200 S. Biscayne Blvd
Suite 4100 (PAL)
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization this 21 day of March, 2018.



Albert A. del Castillo, Jr., Authorized Representative

(This document is executed in accordance with Section 605.0203(1)(b), Florida Statutes. I am aware that any false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.)

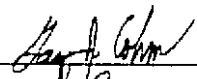
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TALLAHASSEE, FLORIDA

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above-stated limited liability company at the address designated in the Articles of Organization, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent, as provided for in Chapter 605, Florida Statutes.

Date: March 21, 2018.

CORPORATION COMPANY OF MIAMI

By: 
Name: Gary Cohen
Title: Vice President

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TALLAHASSEE, FLORIDA